

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

Albert William Bleau, Jr.,	:	
	:	
Plaintiff	:	
	:	
	:	
vs.	:	Civil Action
	:	No. 04-10469JLT (REK)
	:	
Greater Lynn Mental Health	:	
& Retardation Association, Inc.,	:	
et al.,	:	
	:	
Defendants	:	

**Declaration Of Thomas D. Herman
In Support Of The Motion To Dismiss Of
Eastern Massachusetts Housing Corporation**

Thomas D. Herman declares as follows:

1. My name is Thomas D. Herman. I am an attorney with the law firm of Smith & Duggan LLP, Two Center Plaza, Suite 620, Boston, Massachusetts 02108-1906, and am admitted to practice before the bar of this Court. I make this declaration on the basis of my personal knowledge.

2. I was retained by Greater Lynn Mental Health & Retardation Association, Inc., (Greater Lynn) to provide legal advice in connection with the merger of Eastern Massachusetts Housing Corporation (Eastern Mass.) into Greater Lynn (the Merger).

3. I drafted the Plan and Agreement of Merger (the Agreement of Merger) that specifies the terms and conditions of

the Merger. I also prepared the Articles of Merger that were filed with and accepted by the Secretary of the Commonwealth.

4. On July 1, 2003, pursuant to the terms of the Agreement of Merger, Eastern Mass. merged into Greater Lynn.

5. The Plan and Agreement of Merger provides that Greater Lynn is the surviving corporation of the Merger and that, inter alia, Greater Lynn assumed all of the liabilities and obligations of Eastern Mass. as of July 1, 2003, the effective date of the Merger.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this twenty-fifth day of May, 2004.

/s/

Thomas D. Herman